

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)
September 30, 2022

NUTANIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37883
(Commission File Number)

27-0989767
(IRS Employer
Identification No.)

**1740 Technology Drive, Suite 150
San Jose, California 95110**
(Address of principal executive offices, including zip code)

(408) 216-8360
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.000025 par value per share	NTNX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 30, 2022, the Company issued a press release announcing certain corporate governance enhancements. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information provided pursuant to this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission (the “SEC”) thereunder, or the Exchange Act or the rules and regulations of the SEC thereunder, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Description

[99.1](#)

[Press release issued by Nutanix, Inc. on September 30, 2022](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUTANIX, INC.

Date: September 30, 2022

By: /s/ Rukmini Sivaraman

Rukmini Sivaraman

Chief Financial Officer

Nutanix Announces Corporate Governance Enhancements*Board to Adopt Majority Voting in Director Elections and Will Seek Stockholder Approval to Declassify Board and Eliminate Supermajority Voting Provisions*

SAN JOSE, Calif. — September 30, 2022 — Nutanix, Inc. (NASDAQ: NTNX) (“Nutanix” or the “Company”), a leader in hybrid multicloud computing, today announced that its Board of Directors (the “Board”) will seek necessary stockholder approval for a series of amendments to the Company’s bylaws and certificate of incorporation to enhance the Company’s corporate governance profile and position the Company to continue to drive stockholder value.

These governance enhancements include the following:

- Commencement of a process to declassify the Board, which will include the submission to stockholders of a proposal to amend the Company’s certificate of incorporation;
- Adoption of majority voting in uncontested director elections; and
- Elimination of the supermajority vote requirement in the Company’s bylaws and the submission to stockholders of a proposal to remove the supermajority vote requirements from the Company’s certificate of incorporation.

Those changes requiring stockholder approval will be presented to stockholders at Nutanix’s 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”), which is expected to be held later in 2022. The amendments to the bylaws will be effective upon approval by the Board, which is expected to occur in early October 2022.

In addition, the Company continues to seek to add an additional independent director to the Board with relevant executive leadership experience operating software companies at scale.

“The Board and management of Nutanix are committed to strong corporate governance standards,” said Virginia Gambale, independent Chair of the Nutanix Board. “We have been evaluating these governance changes for some time and believe that these actions enhance our ability to create sustainable long-term stockholder value. Like the elimination of the Company’s dual class stock structure earlier this year, these changes also reinforce the strength of our commitment to being accountable and responsive to our stockholders. We will continue to look for opportunities to take actions, including through meaningful engagement with our stockholders, that we believe will enable us to achieve these important objectives.”

“We are pleased with the Board’s actions and its embrace of these governance enhancements. We support the Board and management team in their efforts to create value for stockholders,” said Ted White, Co-Founder and Managing Director of Legion Partners Asset Management, LLC, an engaged stockholder of the Company.

Declassification of the Nutanix Board

When fully implemented, the declassification of the Board will permit the Company's stockholders to vote annually for all directors. If stockholders approve this amendment to the Company's certificate of incorporation at the 2022 Annual Meeting, the directors standing for election at the Company's 2023 Annual Meeting of Stockholders and thereafter will stand for one-year terms. Beginning with the Company's 2025 Annual Meeting of Stockholders, all directors will stand for election annually.

Adoption of a Majority Voting Standard

The Company's bylaws will be amended to provide for majority voting in uncontested elections of directors. Under this standard, a director must receive more "for" than "against" votes to be elected as a director. It is expected that majority voting in director elections will be applicable at the 2022 Annual Meeting. The Company will also adopt customary amendments to its corporate governance guidelines related to majority voting in director elections.

Elimination of Supermajority Provisions

The Company's bylaws will be amended to remove all supermajority vote requirements. In addition, if stockholders approve the amendment of the Company's certificate of incorporation at the 2022 Annual Meeting, then the supermajority requirements in that document will also be removed.

The full text of the proposals requiring stockholder approval will be included in the Company's proxy statement to be filed with the Securities and Exchange Commission prior to the 2022 Annual Meeting of Stockholders. Upon adoption, the amended bylaws will be filed with the Securities and Exchange Commission.

About Nutanix

Nutanix is a global leader in cloud software and a pioneer in hyperconverged infrastructure solutions, making clouds invisible, freeing customers to focus on their business outcomes. Organizations around the world use Nutanix software to leverage a single platform to manage any app at any location for their hybrid multicloud environments. Learn more at www.nutanix.com or follow us on social media @nutanix.

About Legion Partners

Legion Partners is a value-oriented investment manager based in Los Angeles, with a satellite office in Sacramento, CA. Legion Partners seeks to invest in high-quality businesses that are temporarily trading at a discount, utilizing deep fundamental research and long-term shareholder engagement. Legion Partners manages a concentrated portfolio of North American small-cap equities on behalf of some of the world's largest institutional and HNW investors.

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This release may contain express and implied forward-looking statements, including statements regarding enhancing stockholder value and composition of the board of directors. These statements not historical facts and are instead based on our current expectations, estimates and beliefs. The accuracy of such statements involves risks and uncertainties and depends upon future events, including those that may be beyond our control, and actual results may differ materially and adversely from those anticipated or implied by such statements. Any forward-looking statements included herein speak only as of the date hereof and, except as required by law, we assume no obligation to update or otherwise revise any of such forward-looking statements to reflect subsequent events or circumstances.

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